

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
U.S. Concrete, Inc., et al., ¹)	Case No. 10-11407 (PJW)
)	
)	(Jointly Administered)
Debtors.)	
)	

**FIRST MONTHLY APPLICATION OF LAZARD FRERES & CO. LLC, INVESTMENT
BANKER AND FINANCIAL ADVISOR TO THE DEBTORS FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
APRIL 29, 2010 THROUGH MAY 31, 2010**

To: The Notice Parties Listed on Exhibit A hereto

Name of Applicant:	Lazard Frères & Co. LLC
Authorized to Provide Professional Services to:	Debtors and Debtors-in-Possession
Date of Retention:	May 21, 2010 <i>nunc pro tunc</i> April 29, 2010
Period for which compensation and/or reimbursement is sought:	April 29, 2010 through May 31, 2010
Amount of Compensation sought as actual, reasonable, and necessary:	\$1,325,000.00
Amount of Expenses sought as actual, reasonable, and necessary	<u>\$505.61</u>

This is a: X monthly interim final application

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification number, if any, include: U.S. Concrete, Inc. (6680); Alberta Investments, Inc. (1497); Alliance Haulers, Inc. (3236); American Concrete Products, Inc. (3187); Atlas Redi-Mix, LLC (3123); Atlas-Tuck Concrete, Inc. (1542); Beall Concrete Enterprises, LLC (3536); Beall Industries, Inc. (2872); Beall Investment Corporation, Inc. (9865); Beall Management, Inc. (9839); Breckenridge Ready Mix, Inc. (2482); Central Concrete Supply Co., Inc. (1859); Central Precast Concrete, Inc. (9358); Concrete Acquisition III, LLC (5638); Concrete Acquisition IV, LLC (5720); Concrete Acquisition V, LLC (5777); Concrete Acquisition VI, LLC (5840); Concrete XXXIII Acquisition, Inc. (6120); Concrete XXXIV Acquisition, Inc. (6167); Concrete XXXV Acquisition, Inc. (6206); Concrete XXXVI Acquisition, Inc. (6240); Eastern Concrete Materials, Inc. (1165); Hamburg Quarry Limited Liability Company (3592); Ingram Concrete, LLC (6753); Local Concrete Supply & Equipment, LLC (6597); Master Mix Concrete, LLC (0135); Master Mix, LLC (8532); MG, LLC (9279); NYC Concrete Materials, LLC (0666); Pebble Lane Associates, LLC (6520); Redi-Mix Concrete, L.P. (4765); Redi-Mix GP, LLC (N/A); Redi-Mix, LLC (6751); Riverside Materials, LLC (3588); San Diego Precast Concrete, Inc. (6282); Sierra Precast, Inc. (4227); Smith Pre-Cast, Inc. (0673); Superior Concrete Materials, Inc. (6503); Titan Concrete Industries, Inc. (6374); U.S. Concrete On-Site, Inc. (0662); USC Atlantic, Inc. (6002); USC Management Co., LLC (6749); USC Payroll, Inc. (0665); and USC Technologies, Inc. (6055). The location of the debtors' corporate headquarters and the debtors' service address is: 2925 Briarpark, Suite 1050, Houston, Texas 77042.

The total time expended for fee application preparation was approximately 7.0 hours.

Summary of Monthly Fee and Expense Invoices for the Compensation Period:

Date Filed	Period Covered	Requested		Paid	
		Fees	Expenses	Fees	Expenses
Current	04/29/10-05/31/10	\$1,325,000.00	\$505.61	\$0.00	\$0.00

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In re:)	Chapter 11
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U.S. Concrete, Inc., et al., ²)	Case No. 10-11407 (PJW)
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**FIRST MONTHLY APPLICATION OF LAZARD FRERES & CO. LLC, INVESTMENT
BANKER AND FINANCIAL ADVISOR TO THE DEBTORS FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
APRIL 29, 2010 THROUGH MAY 31, 2010**

TO THE HONORABLE PETER J. WALSH,
UNITED STATES BANKRUPTCY JUDGE:

Lazard Frères & Co. LLC, (“Lazard”), Investment Banker and Financial Advisor to U.S. Concrete, Inc. (“U.S. Concrete”), and certain of its subsidiaries and affiliates (collectively, the “Debtors”) hereby submit its First Monthly Fee Application (the “Application”) pursuant to sections 327(a) and 3238(a) of title 11 of the United States Code (the “Bankruptcy Code”) and Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”) for an allowance of

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compensation for professional services rendered and for reimbursement of actual and necessary expenses incurred in connection with such services from April 29, 2010 through and including May 31, 2010 (the "Compensation Period") as set forth in their engagement letter (the "Engagement Letter"), attached hereto as Exhibit B. Pursuant to the Administrative Order of this Court dated May 21, 2010 [Docket No. 149] approving procedures for interim compensation and reimbursement of professionals (the "Compensation Order"), Lazard seeks interim allowance in aggregate amount of \$1,325,505.61 for financial advisory services provided to the debtors. In support of this Application, Lazard respectfully represents as follows:

BACKGROUND

1. On April 29, 2010 (the "Petition Date"), the debtors filed voluntary petitions for relief under chapter 11 of the United States Bankruptcy Code. Pursuant to sections 1107 and 1108 the Bankruptcy Code, the debtors have continued to operate their businesses and manage their properties as debtors in possession since the Petition Date. The Debtor was authorized under an interim order dated April 30, 2010 and ultimately under a final order dated May 21, 2010 to borrow up to \$80,000,000 in debtor-in-possession postpetition financing under sections 105, 362, 363(b), 364(c) and 364(e) of the Bankruptcy Code.

2. This Application is submitted pursuant to the terms of the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses dated May 21, 2010 (the "Administrative Order").

3. On May 21, 2010, this Court entered certain Order Pursuant to sections 327(a) and 328(a) of title 11 of the United States Code (the "Bankruptcy Code") and Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy

Court for the District of Delaware (the "Local Rules") authorizing the retention and employment of Lazard Freres & Co. LLC as financial advisor to the Debtors nunc pro tunc to Petition Date on the terms set forth on the engagement letter between the Debtors and Lazard (the "Retention Order"), attached hereto as **Exhibit C**.

COMPENSATION REQUEST

4. Lazard seeks allowance of compensation for professional services rendered to the Debtor during the Compensation Period in the aggregate amount of \$1,325,000.00 and for reimbursement of expenses incurred in connection with the rendition of such services in the aggregate amount of \$505.61, for a total award \$1,325,505.61 (the "Total Compensation Amount"). The compensation request includes \$125,000.00 for monthly fees as well as \$1,200,000.00 for its services provided in connection with the Debtor obtaining \$80,000,000 of debtor-in-possession financing pursuant to the final order of the Court dated May 21, 2010.

5. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit D** is a summary setting forth the name of each professional for whose work on these reorganization cases compensation is sought.

SUMMARY OF SERVICES

6. The Managing Director, Vice President, and Analysts of Lazard who have rendered professional services during the Compensation Period in these cases are as follows: Stephen Goldstein (Managing Director); Kenneth Kozack (Vice President); Christian Tempke (Financial Analyst) and Peter Tufo (Financial Analyst).

7. During the Compensation Period, the Debtors relied heavily on the experience and expertise of the above-named persons in dealing with matters described in Paragraph 8. As a result, Lazard's highly skilled restructuring professionals devoted significant time and effort to perform properly and expeditiously the required professional services.

8. A summary of some of the services rendered by Lazard during the Compensation Period are as follows:

- a) *Preparation of Motions* – Lazard assisted the Debtors with analysis and preparation supporting the Debtors' subsequent motions to the first day requests
- b) *Negotiated Debtor-In-Possession Financing* – Lazard served a significant role in the negotiation of DIP financing. Lazard actively participated in negotiations and documentation that ultimately led to the interim and final orders authorizing the Debtor to obtain \$80,000,000 of financing.
- c) *Post-Filing Deliverables* – Lazard advised the Debtors with regard to a number of analysis and reporting obligations necessitated by the bankruptcy filings. These included, but were not limited to, organizing and tracking reporting requirements and reviewing operating reports and budgets, among others.
- d) *Business Analysis* – Lazard assisted the Debtors' management in preparing various presentations and analysis related to the financial projections, business plan and cash flow forecasts and coordinated various parties-in-interest due diligence efforts with respect to these analysis
- e) *Meetings/Calls with Management* - Lazard participated in frequent meetings and calls with Management and Debtor's counsel to discuss the Debtors' bankruptcy and various issues related thereto. Lazard served an integral role in providing strategic advice and direction to allow the Company to efficiently manage the bankruptcy process. Lazard participated in planning sessions and other periodic meetings with the Debtor and its legal counsel. In addition, Lazard participated in numerous meetings with Debtors' management and presented materials regarding bankruptcy process and strategic issues
- f) *Meetings and Negotiations with Creditors* - Lazard prepared, reviewed, advised and assisted in the preparation of presentation materials for each of the Debtors' creditor constituents and potential exit lenders. In addition, Lazard professionals participated in negotiations engaging in nearly daily conversations with existing and potential lenders and their advisors

CONCLUSION

11. It is respectfully submitted that the amount requested by Lazard is fair and reasonable given (a) the complexity of the issues presented, (b) the time and labor required, (c) the skill necessary to perform the financial advisory services, (d) the preclusion of other employment, and (e) the customary fees charged to clients in bankruptcy and non-bankruptcy situations.

WHEREFORE Lazard respectfully requests (i) an interim allowance of compensation for professional services rendered during the Compensation Period in the amount of \$1,325,505.61.

Total Amount of Compensation Requested:	\$1,325,505.61
Less: Amounts Paid to Date:	<u>(\$0.00)</u>
Net Amount of Compensation Requested:	<u>\$1,325,505.61</u>

Dated: June __, 2009
New York, New York

LAZARD FRÈRES & CO. LLC

Stephen Goldstein
Managing Director
Lazard Frères & Co. LLC
30 Rockefeller Plaza, 61st Floor
New York, NY 10020
(212/632-6000)
Investment Banker to the Debtors and Debtors-in-Possession

CONCLUSION

11. It is respectfully submitted that the amount requested by Lazard is fair and reasonable given (a) the complexity of the issues presented, (b) the time and labor required, (c) the skill necessary to perform the financial advisory services, (d) the preclusion of other employment, and (e) the customary fees charged to clients in bankruptcy and non-bankruptcy situations.

WHEREFORE Lazard respectfully requests (i) an interim allowance of compensation for professional services rendered during the Compensation Period in the amount of \$1,325,505.61.

Total Amount of Compensation Requested:	\$1,325,505.61
Less: Amounts Paid to Date:	<u>(\$0.00)</u>
Net Amount of Compensation Requested:	<u>\$1,325,505.61</u>

Dated: June 7th, 2009
New York, New York

LAZARD FRÈRES & CO. LLC



Stephen Goldstein
Managing Director
Lazard Frères & Co. LLC
30 Rockefeller Plaza, 61st Floor
New York, NY 10020
(212/632-6000)
Investment Banker to the Debtors and Debtors-in-Possession

VERIFICATION

STEPHEN GOLDSTEIN, being duly sworn, deposes and says:

1. I am a Managing Director of Lazard Frères & Co. LLC ("Lazard"), which maintains offices for providing investment banking services at 30 Rockefeller Plaza, New York, New York 10020. Lazard has acted as an investment banker to and rendered professional services on behalf of U.S. Concrete, Inc. (the "Debtors").
2. This affidavit is submitted pursuant to Bankruptcy Code Rule 2016 in connection with Lazard's application (the "Application") for Allowance of Compensation and Reimbursement of Expenses for the time period of April 29, 2010 through and including May 31, 2010 in the amount of \$1,325,505.61.
3. All of the services for which compensation is sought by Lazard were performed for and on behalf of the Debtors and not on behalf of any other person.
4. No agreement or understanding exists between Lazard and any other entity for the sharing of compensation received or to be received for services rendered in or in connection with these cases.



Stephen Goldstein
Managing Director

Sworn to before this 30th day of June 2010



Notary Public, State of New York

DIANA M. LUPOLI
Notary Public, State of New York
No. 30-4931862
Qualified in Nassau County
Commission Expires June 20, 2014